

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In Re	:
CIT GROUP INC., et al.,	:
Debtors.	:
	:

Chapter 11

Case No. 09-16565 (ALG)

(Jointly Administered)

**ORDER MODIFYING THE AUTOMATIC STAY AND AUTHORIZING THE
RELEASE OF PLEDGED COLLATERAL**

Upon the motion dated November 25, 2009 (the "Motion") of The Bank of New York Mellon in its capacity as Purchase Contract Agent under a Purchase Contract and Pledge Agreement dated October 23, 2007 pursuant to Section 362(d)(2) of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") and Bankruptcy Rule 4001 for an Order Modifying the Automatic Stay and Authorizing the Release of Collateral described in the Motion it is:

Ordered, that the Collateral shall be released and returned to BNY Mellon, in its capacity as Purchase Contract Agent for distribution to the holders, and that the automatic stay of Bankruptcy Code § 362(a) is hereby modified solely to the extent necessary to authorize such release and transfer, and it is further

Ordered, that holders of the Collateral shall be entitled to that treatment provided to holders of claims in Class 9 under the Plan and shall not be entitled to any other or additional treatment under the Plan, and it is further

Ordered, that this Order shall be effective immediately upon its entry by the Court, and it is further

Ordered, that the Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to this Order.

Dated: December 8, 2009
New York, New York

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE